

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 May 03, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MASTO CHRISTOPHER A**

2. Issuer Name and Ticker or Trading Symbol  
**TEMPUR PEDIC INTERNATIONAL INC [TPX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/02/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 10TH FLOOR**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**SAN FRANCISCO, CA 94111**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |         |   |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |              |
| Common Stock                    | 05/02/2006                           |  | S                              |   | 400   | D  | \$ 15.4   | 324,495 | I | By trust (1) |
| Common Stock                    | 05/02/2006                           |  | S                              |   | 300   | D  | \$ 15.41  | 324,195 | I | By trust (1) |
| Common Stock                    | 05/02/2006                           |  | S                              |   | 300   | D  | \$ 15.42  | 323,895 | I | By trust (1) |
| Common Stock                    | 05/02/2006                           |  | S                              |   | 1,000   | D  | \$ 15.44  | 322,895 | I | By trust (1) |
|                                 | 05/02/2006                           |  | S                              |   | 42,400  | D  | \$ 15.45  | 280,495 | I |              |

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|              |            |   |        |   |            |         |   |                        |
|--------------|------------|---|--------|---|------------|---------|---|------------------------|
| Common Stock |            |   |        |   |            |         |   | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 6,100  | D | \$ 15.46   | 274,395 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 4,900  | D | \$ 15.47   | 269,495 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 11,500 | D | \$ 15.48   | 257,995 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 300    | D | \$ 15.4893 | 257,695 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 12,100 | D | \$ 15.49   | 245,595 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 10,600 | D | \$ 15.5    | 234,995 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 1,800  | D | \$ 15.51   | 233,195 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 1,900  | D | \$ 15.52   | 231,295 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 1,100  | D | \$ 15.55   | 230,195 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 100    | D | \$ 15.56   | 230,095 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 300    | D | \$ 15.59   | 229,795 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 500    | D | \$ 15.6    | 229,295 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 200    | D | \$ 15.61   | 229,095 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 500    | D | \$ 15.62   | 228,595 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 600    | D | \$ 15.63   | 227,995 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 600    | D | \$ 15.64   | 227,395 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 500    | D | \$ 15.65   | 226,895 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 1,200  | D | \$ 15.66   | 225,695 | I | By trust<br><u>(1)</u> |
| Common Stock | 05/02/2006 | S | 600    | D | \$ 15.67   | 225,095 | I | By trust<br><u>(1)</u> |
|              | 05/02/2006 | S | 100    | D | \$ 15.68   | 224,995 | I |                        |



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(1) The shares are held in a revocable trust for the benefit of the reporting person's children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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